

CIN: L51900MH1985PLC036687

May 29, 2023

The Deputy Manager
Department of Corporate Services
BSE Limited
P. J Towers, Dalal Street, Fort
Mumbai – 400001

Ref: Scrip Code 512359

Sub: Submission of Annual Secretarial Compliance Report for the year ended 31.03.2023

With reference to the above captioned subject matter and pursuant to Regulation 24A of SEBI (LODR) Regulation, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February 2019; we are forwarding herewith Annual Secretarial Compliance Report for the Financial Year 2022-23.

Kindly take the above information on Record.

Thanking You,

Yours faithfully,

FOR SWORD-EDGE COMMERCIALS LIMITED

Sakshi
SAKSHI JHALA
Director
Din: 08169563





SECRETARIAL COMPLIANCE REPORT

of

SWORD-EDGE COMMERCIALS LIMITED

for the financial year ended 31st March 2023

To,

The Board of Directors,

SWORD-EDGE COMMERCIALS LIMITED (CIN: L51900MH1985PLC036687)

I, Hemant Maheshwari, Company Secretary in Practice have examined:

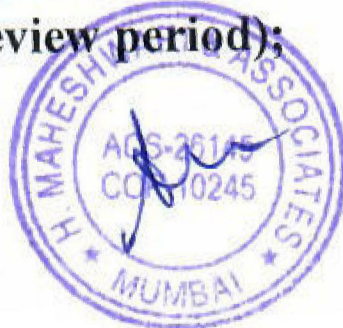
- (a) all the documents and records made available to us and explanation provided by **Sword-Edge Commercials Limited** ("the listed entity") and its officers;
- (b) the filings/submissions made by the listed entity to the stock exchanges viz., BSE Ltd. (Scrip Code: 512359);
- (c) website of the listed entity viz. www.swordedgecommercialslimited.shop; and
- (d) other documents and reports filed with the aforesaid Stock Exchanges from time to time.

for the year ended 31st March 2023 ("review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 hereinafter referred as "SEBI (LODR) Regulations 2015";
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not Applicable during the review period);**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not Applicable during the review period);**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not Applicable during the review period);**





- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable during the review period);**
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013 **(Not Applicable during the review period);**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; **(Not Applicable during the review period);**
- (i) Securities and Exchange Board of India (Depositories and Participants Regulations) 2018;
- (j) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013 and dealing with client;
- (k) The Depositories Act, 1996 and the Regulations and Byelaws framed thereunder;

and based on my examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations, circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	
2.	Adoption and timely updation of the Policies: I All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities I All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI	Yes	





3	Maintenance and disclosures on Website: I The Listed entity is maintaining a functional website II Timely dissemination of the documents/ information under a separate section on the website III Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website	Yes	
4	Disqualification of Director: None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	
5	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	NA	Company does not have any subsidiaries as on Year Ended March 31, 2023
6	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	
7	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	
8	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	Yes	There is no related party transactions under taken during the period under review
9	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	





10	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	
11	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).	Yes	Due to Non-Payment of Annual Listing Fees (ALP) of BSE Limited company has been suspended from trading
12	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	NA	Company has been compliant with applicable provisions

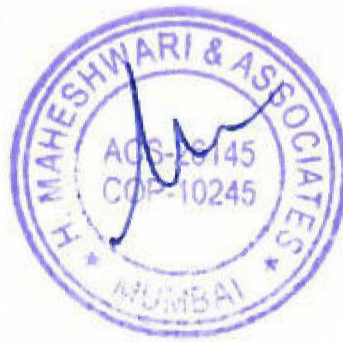
Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMDI/114/2019 dated 18th October, 2019:

Sr. No	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks
1	Compliances with the following conditions while appointing/re-appointing an auditor		
	<p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	NA	No instance has taken place during the Year Ended 31 st March, 2023





2	Other conditions relating to resignation of statutory auditor	
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	<p>NA</p> <p>No instance has taken place during the Year Ended 31st March, 2023</p>





3	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.	NA	No instance has taken place during the Year Ended 31 st March, 2023
---	--	----	--





H. MAHESHWARI & ASSOCIATES
COMPANY SECRETARIES

C/A 301, Narendra Accord, Parshav Nagar,
Old Sai Petrol Pump, Mira Road (E),
Thane - 401107

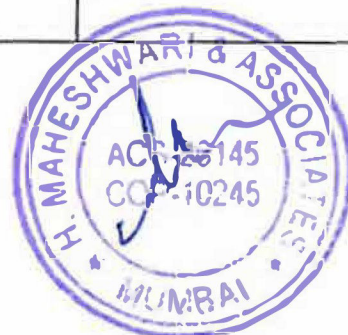
✉ admin@hmassociates.co.in

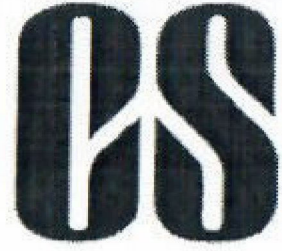
🌐 www.hmassociates.co.in

📞 8454830001 | 📞 022 – 49687123

(a) (**) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars/ including clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	SEBI (LODR) Regulation, 2015	6(1)	Non-Compliance with requirement to appoint a qualified Company Secretary for the year ended 31st March,2023	BSE Ltd.	Advisory/ Clarification/ Fine/Show Cause Notice/ Warning, etc.	-	-	The Company is non-compliant pursuant to regulation 6(1)of SEBI (LODR) Regulation, 2015 for having qualified Company secretary on Board	Company is in search of qualified Company secretary	-





H. MAHESHWARI & ASSOCIATES
COMPANY SECRETARIES

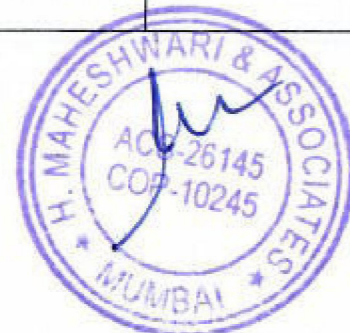
C/A 301, Narendra Accord, Parshav Nagar,
Old Sai Petrol Pump, Mira Road (E),
Thane - 401107

✉ admin@hmassociates.co.in

🌐 www.hmassociates.co.in

📞 8454830001 | 📞 022 – 49687123

2.	SEBI (LODR) Regulation, 2015	14	Non-Payment of Annual Listing Fees (ALF) dues to BSE LTD	BSE Ltd.	company has been suspended from trading			Company has not paid Annual Listing fees for Previous Two Consecutive years	Company will pay it in short period of time	
3.	SEBI (LODR) Regulation, 2015	27	knowledge for sending the notices of the Meeting of the Board, General and Committees Meeting are not maintained by the Company. Minutes and Attendance Register of the Board Meeting and General Meeting for period under review were not available to check					Notice, Attendance Registers and Minutes book of General meetings, Board meetings and various committee meetings were not available to check/ review.	Company will maintained the same in short period of time	





(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1	SEBI (LODR) Regulation, 2015	17 (1)	Composition of Board	BSE Ltd	Advisory / Clarification/ Fine/Show Cause Notice/ Warning, etc.			Company has already complied with the same	Company has proper composition of board	-
2	SEBI (LODR) Regulation, 2015	46	Functional website	BSE Ltd.				Company has complied with the same	It has a functional website	-

NOTE :- THE COMPANY COULDN'T PROVIDE THE SUFFICIENT INFORMATION. INFORMATION AND DOCS INCOMPLETE TO PROVIDE ADEQUATE INFORMATION AS REQUIRED BY US.

FOR H. MAHESHWARI & ASSOCIATES
(COMPANY SECRETARIES)

CS HEMAANTT MAHESHWARI
PROPRIETOR

M. No. 26145

COP No. 10245

SIGNED GENERATING UDIN A026145E000384404 DATED 26TH MAY 2023 AT MUMBAI.

